

## **THE PROPOSALS OF THE BOARD OF DIRECTORS' AND THE SHAREHOLDERS' NOMINATION COMMITTEE TO SOLTEQ PLC'S ANNUAL GENERAL MEETING 2026**

### **A. THE BOARD OF DIRECTORS' PROPOSALS TO SOLTEQ PLC'S ANNUAL GENERAL MEETING 2026**

#### **Resolution on the use of the profit shown on the balance sheet and the distribution of dividend**

The Board of Directors proposes to the Annual General Meeting that no dividend is distributed based on the balance sheet to be adopted for the financial year 2025.

#### **Resolution on the remuneration of the auditor**

The Board of Directors proposes to the Annual General Meeting that the company's auditor will be reimbursed according to the auditor's reasonable invoice approved by the company.

#### **Election of auditor**

The Board of Directors proposes to the Annual General Meeting that one audit firm is elected as the auditor of the company and that audit firm PricewaterhouseCoopers Oy is elected as the auditor of the company. PricewaterhouseCoopers Oy has informed that Tiina Puukkoniemi, Authorised Public Accountant, is the auditor with principal responsibility.

#### **Amendment of 7 § *Board of Directors* of the Articles of Association**

The Board of Directors proposes to the Annual General Meeting that the 7 § *Board of Directors* of the Articles of Association is amended so that minimum required number of board member shall be 4 and maximum of 7 ordinary members. Currently minimum requirement is 5 members.

According to the proposal, 7 § Board of Directors of the Articles of Association is amended as follows:

*The company has Board of Directors consisting of a minimum of four and a maximum of seven ordinary members.*

*The term of office of the members of the Board of Directors shall end at the close of the next Annual General Meeting following their election.*

Proposal for the new Articles of Association is available on the company's website at [www.solteq.com/generalmeeting2026](http://www.solteq.com/generalmeeting2026).

#### **Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of option rights and other special rights entitling to shares**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors is authorized to decide on a share issue carried out with or without payment and on issuing option rights and other special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act as follows:

The maximum total amount of shares or other rights is 2,000,000. The authorization includes the right to give new shares and special rights or transfer the company's own shares. The authorization includes the right to deviate from the shareholders' pre-emptive right of subscription if there is a weighty financial reason for the company, e.g., to improve the capital structure, to execute business acquisitions, and other business improvement arrangements. The authorization cannot be used to implement the company's incentive schemes. The authorization is proposed to include the right for the Board of Directors to decide on the other terms concerning the share issue and the granting of special rights, including the subscription price and payment of the subscription price in cash or in whole or in part by other means (subscription in kind) or by using the subscriber's receivable to offset the subscription price and to record it in the company's balance sheet.

The authorization is effective until the next Annual General Meeting, however, no longer than 30 April 2027. This authorization will cancel the decision made by the Annual General Meeting 2025 regarding the same matter.

### **Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of option rights and other special rights entitling to shares as part of the implementation of the company's incentive schemes**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors is authorized to decide on a share issue carried out with or without payment and on issuing share options and other special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act as follows:

The maximum total amount of shares or other rights is 1,000,000. The authorization includes the right to give new shares and special rights or convey the company's own shares. The authorization includes the right to deviate from the shareholders' pre-emptive right of subscription, as part of the implementation the company's incentive schemes in which case there is a weighty financial reason for the company. The purpose of such incentive schemes must be to retain the company's key personnel over a period of 3 to 5 years. In addition, the purpose is that the now-granted authorization's maximum amount covers the company's key personnel's incentive schemes for at least 3 years. The authorization is proposed to include the right for the Board of Directors to decide on the other terms concerning the share issue and the granting of special rights, including the subscription price and payment of the subscription price in cash or by using the subscriber's receivable to offset the subscription price and to record it in the company's balance sheet.

The authorization is effective until 30 April 2027. This authorization will cancel the decision made by the Annual General Meeting 2023 regarding the same matter.

### **Authorizing the Board of Directors to decide on repurchasing of the company's own shares**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors is authorized to decide on repurchasing the company's own shares as follows:

On the basis of the authorization, the number of own shares to be repurchased shall not exceed 500,000 shares. Shares may be repurchased in one or more lots. The Company may use only unrestricted equity to repurchase its own shares.

Repurchase of own shares may be made otherwise than in proportion to the share ownership of the shareholders (directed repurchase). The purchase price shall be at least the lowest price paid for the company's shares in regulated trading at the time of purchase and no more than the highest price paid for Company shares in regulated trading at the time of purchase.

Own shares can be purchased to be used to improve the capital structure of the company, to execute business acquisitions and other business improvement arrangements, or as a part of the implementation of the company's incentive schemes.

The authorization is effective until the next Annual General Meeting, however, no longer than 30 April 2027. This authorization will cancel the decision made by the Annual General Meeting 2025 regarding the same matter.

### **Authorizing the Board of Directors to decide on accepting the company's own shares as pledge**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors is authorized to decide on accepting the company's own shares as pledge as follows:

The Board of Directors is authorized to decide on accepting the company's own shares as pledge (directed) in connection with business acquisitions or when executing other business arrangements. The pledge may occur in one or in multiple transactions.

The number of own shares to be accepted as pledge shall not exceed 2,000,000 shares.

The Board of Directors may decide on other terms concerning the pledge.

The authorization is effective until the next Annual General Meeting, however, no longer than 30 April 2027. This authorization will cancel the decision made by the Annual General Meeting 2025 regarding the same matter.

## **ADVISORY RESOLUTIONS**

### **Handling of the remuneration report for governing bodies**

The company's Remuneration Report for governing bodies for the year 2025 based on the company's remuneration policy adopted in the Annual General Meeting of the company held on 27 March 2024 is attached to this notice and is available on Solteq Plc's website at [www.solteq.com/generalmeeting2026](http://www.solteq.com/generalmeeting2026).

The Board of Directors proposes that the Annual General Meeting approves the Remuneration Report for governing bodies for the year 2025.

## B. THE SHAREHOLDERS' NOMINATION COMMITTEE'S PROPOSALS TO SOLTEQ PLC'S ANNUAL GENERAL MEETING 2026

### **Resolution on the remuneration of the members of the Board of Directors**

The Shareholders' Nomination Committee of Solteq Plc proposes to the Annual General Meeting that the remuneration of the to be elected members of the Board of Directors remain the same except for the meeting fees of the Audit Committee, and are as follows during the term expiring at the end of the Annual General Meeting 2027:

A monthly remuneration of EUR 5,000 is paid to the Chairman of the Board and EUR 2,500 to the Board members. In addition, remuneration of EUR 500 per meeting will be paid to the Chairman of the Board and to each Board member for each Board and Board Committee meeting.

The Nomination Committee proposes that the meeting fees of the Audit Committee be increased as follows:

The Chairman of the Audit Committee shall be paid EUR 1,500 per meeting and the members of the Audit Committee shall be paid EUR 1,000 per meeting. To date, the Chairman and the members of the Audit Committee have received a meeting fee of EUR 500.

In addition to the aforementioned remuneration, it is proposed that Board members will be reimbursed for ordinary and reasonable expenses resulting from Board work.

The proposed remuneration follows the company's remuneration policy.

### **Resolution on the number of members of the Board of Directors**

The Shareholders' Nomination Committee of Solteq Plc proposes to the Annual General Meeting that 5 members are to be elected to the Board of Directors.

### **Election of members of the Board of Directors**

The Shareholders' Nomination Committee of Solteq Plc proposes to the Annual General Meeting that for the term expiring at the end of the Annual General Meeting 2027, the current members of the Board of Directors Markku Pietilä, Lotta Airas, Anni Sarvaranta, Mika Sutinen and Esko Mertsalmi are re-elected. Of the proposed Board members, Markku Pietilä and Lotta Airas are dependent on a significant shareholder of the company. All other proposed Board members are independent of significant shareholders. All Board members are independent of the company.

All proposed members of the Board of Directors have given their consent to the election.